

SUNPOWER CORP  
Form DEFA14A  
March 25, 2008

---

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 14A  
(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934 (Amendment No. )

Filed by the Registrant   
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement  
 Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))  
 Definitive Proxy Statement  
 Definitive Additional Materials  
 Soliciting Material Pursuant to §240.14a-12

SunPower Corporation

---

(Name of Registrant as Specified In Its Charter)

n/a

---

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.  
 Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

---

(2) Aggregate number of securities to which transaction applies:

---

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

---

(4) Proposed maximum aggregate value of transaction:

---

(5) Total fee paid:

---

Fee paid previously with preliminary materials.

---

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount previously paid with preliminary materials:

---

(2) Form, Schedule or Registration Statement No.:

---

(3) Filing Party:

---

(4) Date Filed:

---

---

---

---

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to be held on 05/08/08. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.

The following materials are available for view:

Notice and Proxy Statement and Annual Report

To view this material, have the 12-digit Control #(s) available and visit: [www.proxyvote.com](http://www.proxyvote.com)

---

If you want to receive a paper or e-mail copy of the above listed documents you must request one. There is no charge to you for requesting a copy. To facilitate timely delivery please make the request as instructed below on or before 04/24/08.

To request material: Internet: [www.proxyvote.com](http://www.proxyvote.com) Telephone: 1-800-579-1639 "Email: [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

\*\*If requesting material by e-mail please send a blank e-mail with the 12-digit Control# (located on the following page) in the subject line. Requests, instructions and other inquiries will NOT be forwarded to your investment advisor.

SUNPOWER CORPORATION  
3939 NORTH FIRST STREET  
SAN JOSE. CA 95134

#### SUNPOWER CORPORATION

##### Vote In Person

Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the Meeting you will need to request a ballot to vote these shares.

##### Vote By Internet

To vote now by Internet go to [WWW.PROXYVOTE.COM](http://WWW.PROXYVOTE.COM). Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your notice in hand when you access the web site and follow the instructions.

BROADRIDGE  
FINANCIAL SOLUTIONS, INC.  
ATTENTION:  
TEST PRINT  
51 MERCEDES WAY  
EDGEWOOD, NY  
11717

P60076-01S

7

13

1 OF 4

---

Meeting Location

The Annual Meeting for holders as of 03/12/08

is to be held on 05/08/08 at 12:00 P.M. Local Time

at: 198 Champion Court

San Jose, CA 95134

---

FOR MEETING DIRECTIONS

PLEASE CALL: 408-240-5500

---

---

P60076-01S

7

13

2 OF 4

---

Voting items

THE BOARD OF DIRECTORS  
RECOMMENDS A VOTE FOR  
ITEMS 1, 2, 3 AND 4 BELOW:

1.

ELECTION OF DIRECTORS:

Nominees:

	01) W. STEVE ALBRECHT
02)	BETSY S. ATKINS
03)	T.J. RODGERS
04)	THOMAS H. WERNER
05)	PAT WOOD III

2. PROPOSAL TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR FISCAL YEAR 2008.

3. PROPOSAL TO APPROVE THE SECOND AMENDED AND RESTATED SUNPOWER CORPORATION 2005 STOCK INCENTIVE PLAN TO (A) INCREASE THE NUMBER OF SHARES OF CLASS A COMMON STOCK RESERVED FOR ISSUANCE UNDER THE STOCK PLAN BY 1,700,000 SHARES, (B) PROVIDE, BEGINNING IN 2009, FOR AN AUTOMATIC ANNUAL INCREASE IN THE TOTAL NUMBER OF SHARES OF CLASS A COMMON STOCK RESERVED FOR ISSUANCE UNDER THE STOCK PLAN, (C) MAKE CERTAIN CHANGES TO THE PERMITTED QUALIFYING CRITERIA FOR PERFORMANCE-BASED EQUITY AWARDS UNDER THE STOCK PLAN, (D) MAKE CERTAIN CHANGES TO THE COMPENSATION OF DIRECTORS UNDER THE STOCK PLAN, AND (E) MAKE CERTAIN OTHER CONFORMING AND TECHNICAL AMENDMENTS TO THE STOCK PLAN.

4. PROPOSAL TO APPROVE THE AMENDED AND RESTATED SUNPOWER CORPORATION ANNUAL KEY EMPLOYEE BONUS PLAN.

IN THEIR DISCRETION, UPON SUCH OTHER MATTERS THAT MAY PROPERLY COME BEFORE THE MEETING OR ANY ADJOURNMENT OR POSTPONEMENT THEREOF.

- 0000 0000 0110

BROADRIDGE	23,456,789,012.00000
FINANCIAL SOLUTIONS, INC.	867652109
ATTENTION:	P60076-01S
TEST PRINT	7
51 MERCEDES WAY	14
EDGEWOOD, NY	3 OF 4
11717	

20 000000000110

---

---

P60076-01S

7

14

4 OF 4

---